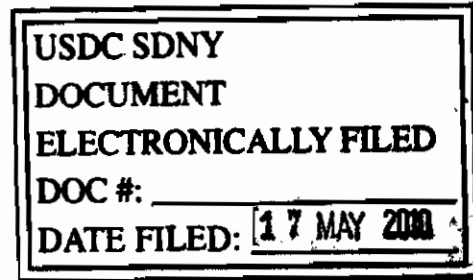


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



In re SUNOPTA INC. SECURITIES :
LITIGATION :

Master File No. 1:08-cv-00933-PAC

:
: CLASS ACTION

This Document Relates To:

ALL ACTIONS.

:
: ~~[PROPOSED]~~ ORDER APPROVING PLAN
: OF ALLOCATION OF SETTLEMENT
: PROCEEDS

pm

THIS MATTER having come before the Court on Lead Plaintiffs' motion for approval of the Plan of Allocation of the net settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation and Settlement Agreement dated September 23, 2009 (the "Stipulation").

2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons and entities who are Class Members advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are Class Members to be heard with respect to the Plan of Allocation.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Pendency and Certification of Class Actions, Proposed Settlement and Settlement Approval/Fairness Hearings (the "Notice") sent to Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among Class Members, with due consideration having been given to administrative convenience and necessity.

4. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is in all respects fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED: May 17, 2010



HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE